

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF MICHIGAN

CLIPPER BULK SHIPPING LTD.,

Plaintiff,

v

MICHIGAN SALT PRODUCTS LLC,
MICHIGAN BULK LLC,
ISLAND SIX HOLDINGS LLC,
ANDREW LINDAMOOD and
SAMANTHA LINDAMOOD,

Defendants.

Case No. 22-cv-13007
Hon. George Caram Steeh
Mag. David R. Grand

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**DEFENDANTS' ANSWER TO PLAINTIFF'S AMENDED
PETITION TO CONFIRM AND ENFORCE ARBITRATION AWARD**

NOW COME Defendants, MICHIGAN SALT PRODUCTS LLC, MICHIGAN BULK LLC, ISLAND SIX HOLDINGS LLC, ANDREW LINDAMOOD AND SAMANTHA LINDAMOOD, by and through their attorneys, GIARMARCO, MULLINS & HORTON, P.C., and for their Answer to Plaintiff's Amended Petition to Confirm and Enforce Arbitration Award, state as



follows:

JURISDICTION AND VENUE

1. Defendants lack sufficient information to form a belief as to the truth of the allegations contained in paragraph 1.
2. Defendants lack sufficient information to form a belief as to the truth of the allegations contained in paragraph 2.
3. Defendants lack sufficient information to form a belief as to the truth of the allegations contained in paragraph 3.
4. Defendants lack sufficient information to form a belief as to the truth of the allegations contained in paragraph 4.
5. Defendants lack sufficient information to form a belief as to the truth of the allegations contained in paragraph 5.

PARTIES

6. Defendants lack sufficient information to form a belief as to the truth of the allegations contained in paragraph 6.
7. Admitted.
8. Defendants admit that Michigan Bulk is a limited liability company and that Andrew Lindamood is its resident agent; however, Defendants deny the remaining allegations of paragraph 8.
9. Defendants admit that Island Six is a limited liability company; however, Defendants deny the remaining allegations of paragraph 9.

10. Admitted.

11. Denied as untrue.

12. Defendants lack sufficient information to form a belief as to the truth of the allegations contained in paragraph 12.

BACKGROUND

13. Defendants lack sufficient information to form a belief as to the truth of the allegations contained in paragraph 13.

14. Defendants lack sufficient information to form a belief as to the truth of the allegations contained in paragraph 14.

15. Defendants lack sufficient information to form a belief as to the truth of the allegations contained in paragraph 15.

16. Denied as untrue.

17. Defendants lack sufficient information to form a belief as to the truth of the allegations contained in paragraph 17.

18. Defendants lack sufficient information to form a belief as to the truth of the allegations contained in paragraph 18.

19. Defendants lack sufficient information to form a belief as to the truth of the allegations contained in paragraph 19.

20. Denied as untrue.

21. Denied as untrue.

22. Denied as untrue.

23. Defendants lack sufficient information to form a belief as to the truth of the allegations contained in paragraph 23.

DEMAND FOR PAYMENT OF THE AWARD

24. Defendants lack sufficient information to form a belief as to the truth of the allegations contained in paragraph 24.

25. Defendants lack sufficient information to form a belief as to the truth of the allegations contained in paragraph 25.

26. Defendants lack sufficient information to form a belief as to the truth of the allegations contained in paragraph 26.

27. Defendants lack sufficient information to form a belief as to the truth of the allegations contained in paragraph 27.

28. Defendants lack sufficient information to form a belief as to the truth of the allegations contained in paragraph 28.

29. Admitted.

30. Defendants lack sufficient information to form a belief as to the truth of the allegations contained in paragraph 30.

31. Defendants lack sufficient information to form a belief as to the truth of the allegations contained in paragraph 31.

32. Defendants lack sufficient information to form a belief as to the truth of the allegations contained in paragraph 32.

33. Defendants lack sufficient information to form a belief as to the truth of



the allegations contained in paragraph 33.

34. Defendants lack sufficient information to form a belief as to the truth of the allegations contained in paragraph 34.

CORPORATE SUCCESSOR LIABILITY

35. Defendants restate all prior paragraphs as if fully set forth.

36. Denied as untrue.

37. Defendants lack sufficient information to form a belief as to the truth of the allegations contained in paragraph 37.

38. Admitted.

39. Admitted.

40. Denied as untrue.

ALTER EGO/PIERCING THE CORPORATE VEIL

41. Defendants restate all prior paragraphs as if fully set forth.

42. Defendants lack sufficient information to form a belief as to the truth of the allegations contained in paragraph 42.

43. Denied as untrue.

44. Denied as untrue.

45. Denied as untrue.

CONCLUSION

46. Denied as untrue.

WHEREFORE, Defendants request the following relief:

- I. Confirmation of the Arbitration Award as to Defendant, Michigan Salt Products, LLC, only.
- II. A verdict of no cause of action, together with an award of costs and attorney fees, as to all other Defendants.

Respectfully submitted,

GIARMARCO, MULLINS & HORTON, P.C.

By: /s/ Geoffrey S. Wagner
GEOFFREY S. WAGNER (P70839)
Attorney for Defendants
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Dated: February 15, 2023

AFFIRMATIVE DEFENSES

Defendants list the following affirmative defenses, which are based on their current understanding of Plaintiff's claims/allegations/etc.; they reserve the right to supplement and/or amend these defenses upon further discovery:

1. Plaintiff cannot establish a legal basis for piercing the corporate veil;
2. Plaintiff cannot establish a legal basis for successor liability;
3. Michigan Salt Products LLC is/was not a mere instrumentality of the Defendants;
4. Michigan Salt Products LLC was not used to commit a wrong against the Plaintiff;



5. Plaintiff has failed to state a claim for which relief can be granted;
6. Plaintiff's claims are barred in whole or in part because it has suffered no damages or unjust loss;
7. Plaintiff's claims are barred by MCL 566.31, et seq.;
8. Plaintiff's claims may be barred by the applicable doctrines of release, waiver, estoppel, accord and satisfaction, the statute of limitations, and/or laches;
9. Plaintiff has failed to mitigate its damages, if any;
10. Plaintiff has failed to plead the alleged special damages with particularity;
11. Plaintiff's claims are barred in whole or in part by the applicable statute of frauds;
12. Plaintiff's claims are barred in whole or in part because it may not invoke the equitable powers of this Court, having come to this Court with unclean hands;
13. Defendants are entitled to set-off any amounts owing from Plaintiff to Defendants;
14. Plaintiff's claims are barred by the prohibition against "group pleading";
15. Plaintiff's claims are barred by mistake, innocent misrepresentation, and impossibility of performance;
16. Defendants reserve and assert the affirmative defenses and objections enumerated in Fed. R. Civ. P. 8, 9, 12, and 13; and
17. Defendants reserve the right to assert and file any additional defenses and objections as may be established in the course of pre-trial proceedings herein as may

be necessary.

Respectfully submitted,

GIARMARCO, MULLINS & HORTON, P.C.

By: /s/ Geoffrey S. Wagner
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CERTIFICATE SERVICE

GEOFFREY S. WAGNER states that on the February 15, 2023, he did serve a copy of the foregoing document via the Court's electronic filing system, on the aforementioned date, which will send notification of such filing to the attorneys of record.

By: /s/ Geoffrey S. Wagner
GEOFFREY S. WAGNER (P70839)

Dated: February 15, 2023

GMH GIARMARCO, MULLINS & HORTON, P.C.
ATTORNEYS AND COUNSELORS AT LAW